

**EXHIBIT B**  
**CONSENT OF MEMBER**  
**IN LIEU OF SPECIAL MEETING**  
**OF**  
**PREMERA**

[Foundation Shareholder], a Washington nonprofit corporation formed under the Revised Code of Washington (the "RCW") Chapter 24.03 (the "Member"), being the sole voting member of PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 (the "Corporation"), takes the following actions without a meeting:

WHEREAS, the Board of Directors of the Corporation believes it to be in the Corporation's best interests that the Corporation adopt the Plan of Conversion of PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiaries, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, and LifeWise Health Plan of Washington, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_, attached hereto as ***Exhibit A*** (the "Plan of Conversion"); and

WHEREAS, the transactions provided for in the Plan of Conversion have received all required governmental approvals or reviews; it is hereby

RESOLVED, that the Member hereby adopts the Plan of Conversion; and it is

RESOLVED FURTHER, that the officers of the Corporation, or any one of them, are hereby authorized and directed:

- (a) to execute the Plan of Conversion on behalf of the Corporation;
- (b) to take such actions as they deem necessary and appropriate, with advice of counsel, to implement the Plan of Conversion and the intent of these resolutions; and
- (c) to certify these resolutions to any necessary person, corporation or governmental entity.

Dated this \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

[FOUNDATION SHAREHOLDER]

By \_\_\_\_\_  
Its \_\_\_\_\_

[**Example** Insert for minutes of meeting of Board of Directors of PREMERA held on •]

The Chairman stated that the next order of business was consideration of that certain Plan of Conversion of PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiaries, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, and LifeWise Health Plan of Washington, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_ (the “Plan of Conversion”). The Chairman stated that the transactions constituting the Conversion contemplated by the Plan of Conversion have received all required governmental approvals or reviews. The Chairman further stated that, to effectuate the Plan of Conversion, the Board must approve the Plan of Conversion on behalf of PREMERA (the “Corporation”) in its own right and as sole voting member of Premera Blue Cross. The Chairman reminded the Board that this matter had been discussed at several prior meetings. After discussion, on motion duly made and unanimously approved by the Board, the following resolutions were adopted:

RESOLVED, that the Plan of Conversion of PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiaries, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, and LifeWise Health Plan of Washington, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_ be and it hereby is adopted and approved by the Board of Directors on behalf of the Corporation; and further

RESOLVED, that the Corporation approves the transaction as sole voting member of Premera Blue Cross; and further

RESOLVED, that the appropriate officers of the Corporation be and they hereby are authorized and directed:

- (a) to execute the Plan of Conversion on behalf of the Corporation;
- (b) to execute a member consent approving the Plan of Conversion as member of Premera Blue Cross;
- (c) to take such actions as they deem necessary and appropriate, with advice of counsel, to implement the Plan of Conversion and the intent of these resolutions; and
- (d) to certify these resolutions to any necessary person, corporation or governmental entity.

**EXHIBIT C**  
**CONSENT OF MEMBER**  
**IN LIEU OF SPECIAL MEETING**  
**OF**  
**PREMERA BLUE CROSS**

PREMERA, a Washington nonprofit miscellaneous corporation formed under the Revised Code of Washington (the "RCW") Chapter 24.06 (the "Member"), being the sole voting member of Premera Blue Cross, a Washington nonprofit corporation formed under RCW Chapter 24.03 (the "Corporation"), takes the following actions without a meeting:

WHEREAS, the Board of Directors of the Corporation believes it to be in the Corporation's best interests that the Corporation adopt the Plan of Conversion of PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiaries, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, and LifeWise Health Plan of Washington, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_, attached hereto as ***Exhibit A*** (the "Plan of Conversion"); and

WHEREAS, the transactions provided for in the Plan of Conversion have received all required governmental approvals or reviews; it is hereby

RESOLVED, that the Member hereby adopts the Plan of Conversion; and it is

RESOLVED FURTHER, that the officers of the Corporation, or any one of them, are hereby authorized and directed:

- (a) to execute the Plan of Conversion on behalf of the Corporation;
- (b) to take such actions as they deem necessary and appropriate, with advice of counsel, to implement the Plan of Conversion and the intent of these resolutions; and
- (c) to certify these resolutions to any necessary person, corporation or governmental entity.

Dated this \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

PREMERA

By \_\_\_\_\_  
Its \_\_\_\_\_

[Example Insert for minutes of meeting of Board of Directors of Premera Blue Cross held on •]

The Chairman stated that the next order of business was consideration of that certain Plan of Conversion of PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiaries, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, and LifeWise Health Plan of Washington, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_ (the "Plan of Conversion"). The Chairman stated that the transactions constituting the Conversion contemplated by the Plan of Conversion have received all required governmental approvals or reviews. The Chairman further stated that, to effectuate the Plan of Conversion, the Board must approve the Plan of Conversion on behalf of Premera Blue Cross (the "Corporation"). The Chairman reminded the Board that this matter had been discussed at several prior meetings. After discussion, on motion duly made and unanimously approved by the Board, the following resolutions were adopted:

RESOLVED, that the Plan of Conversion of PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiaries, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, and LifeWise Health Plan of Washington, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_ be and it hereby is adopted and approved by the Board of Directors on behalf of the Corporation; and further

RESOLVED, that the appropriate officers of the Corporation be and they hereby are authorized and directed:

- (a) to execute the Plan of Conversion on behalf of the Corporation;
- (b) to take such actions as they deem necessary and appropriate, with advice of counsel, to implement the Plan of Conversion and the intent of these resolutions; and
- (c) to certify these resolutions to any necessary person, corporation or governmental entity.

**EXHIBIT D**  
**CONSENT OF MEMBER**  
**IN LIEU OF SPECIAL MEETING**  
**OF**  
**LIFEWISE HEALTH PLAN OF WASHINGTON**

Washington-Alaska Group Services, Inc., a Washington corporation formed under the Revised Code of Washington (the "RCW") Chapter 23B (the "Member"), being the sole voting member of LifeWise Health Plan of Washington, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 (the "Corporation"), takes the following actions without a meeting:

WHEREAS, the Board of Directors of the Corporation believes it to be in the Corporation's best interests that the Corporation adopt the Plan of Conversion of the Corporation, which also applies to PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiary, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_, attached hereto as ***Exhibit A*** (the "Plan of Conversion"); and

WHEREAS, the transactions provided for in the Plan of Conversion have received all required governmental approvals or reviews; it is hereby

RESOLVED, that the Member hereby adopts the Plan of Conversion; and it is

RESOLVED FURTHER, that the officers of the Corporation, or any one of them, are hereby authorized and directed:

- (a) to execute the Plan of Conversion on behalf of the Corporation;
- (b) to take such actions as they deem necessary and appropriate, with advice of counsel, to implement the Plan of Conversion and the intent of these resolutions; and
- (c) to certify these resolutions to any necessary person, corporation or governmental entity.

Dated this \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

WASHINGTON-ALASKA GROUP SERVICES, INC.

By \_\_\_\_\_  
Its \_\_\_\_\_

[Example Insert for minutes of meeting of Board of Directors of LifeWise Health Plan of Washington held on •]

The Chairman stated that the next order of business was consideration of that certain Plan of Conversion of PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiaries, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, and LifeWise Health Plan of Washington, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_ (the “Plan of Conversion”). The Chairman stated that the transactions constituting the Conversion contemplated by the Plan of Conversion have received all required governmental approvals or reviews. The Chairman further stated that, to effectuate the Plan of Conversion, the Board must approve the Plan of Conversion on behalf of LifeWise Health Plan of Washington (the “Corporation”). The Chairman reminded the Board that this matter had been discussed at several prior meetings. After discussion, on motion duly made and unanimously approved by the Board, the following resolutions were adopted:

RESOLVED, that the Plan of Conversion of PREMERA, a Washington non-profit miscellaneous corporation, and its wholly owned subsidiaries, Premera Blue Cross, a Washington non-profit corporation and health care service contractor, and LifeWise Health Plan of Washington, a Washington non-profit corporation and health care service contractor, dated as of •, 200\_\_ be and it hereby is adopted and approved by the Board of Directors on behalf of the Corporation; and further

RESOLVED, that the appropriate officers of the Corporation be and they hereby are authorized and directed:

- (a) to execute the Plan of Conversion on behalf of the Corporation;
- (b) to take such actions as they deem necessary and appropriate, with advice of counsel, to implement the Plan of Conversion and the intent of these resolutions; and
- (c) to certify these resolutions to any necessary person, corporation or governmental entity.